

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
) **Re: Docket No. 165**

**STIPULATION AND AGREED ORDER BY AND BETWEEN THE DEBTORS
AND TZ CAPITAL HOLDINGS, LLC FOR THE WITHDRAWAL OF
MOTION AND WAIVER OF CERTAIN PROOFS OF CLAIM**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, and TZ Capital Holdings, LLC and their respective Affiliates (including NextEra Energy Resources, LLC) (collectively, “TZCH”, and together with the Debtors, the “Parties”), hereby enter into this stipulation and agreed order (this “Stipulation and Agreed Order”) and stipulate and agree as follows:

WHEREAS, on September 22, 2022 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”), commencing the above-captioned chapter 11 cases (the “Chapter 11 Cases”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

WHEREAS, on October 11, 2022, the Debtors file the *Debtors' Emergency Motion for Entry of an Order Pursuant to Sections 105(a), 362, and 542 of the Bankruptcy Code Enforcing the Automatic Stay, Compelling Turnover of Property of the Estate, and Sanctioning NextEra Energy and its Affiliates for Violation of the Automatic Stay* [Docket No. 165] (the “Stay Motion”).

WHEREAS, on October 24, 2022, the Court entered the *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 256] (the “Bidding Procedures Order”).

WHEREAS, on October 31, 2022 TZCH filed *TZ Capital Holdings, LLC's Objection to the Debtors' Emergency Motion for Entry of an Order Pursuant to Sections 105(a), 362, and 542 of the Bankruptcy Code Enforcing the Automatic Stay, Compelling Turnover of Property of the Estate, and Sanctioning NextEra Energy and Its Affiliates for Violation of the Automatic Stay* [Docket No. 344] (the “Stay Objection”).

WHEREAS, on November 9, 2022 TZCH filed Claim Numbers 10045 and 10046 (collectively, the “Proofs of Claim”).

WHEREAS, on November 25, 2022, Compute North Member LLC entered into that Asset Purchase Agreement, by and between US Data King Mountain LLC and Compute North Member LLC dated November 25, 2022 (the “Asset Purchase Agreement”) and the Debtors filed

the *Notice of Successful Bidder for JV Assets* [Docket No. 582] declaring US Data King Mountain LLC the successful bidder for the assets described in the Asset Purchase Agreement.

WHEREAS, on November 29, 2022, the Bankruptcy Court entered the *Order (I) Approving the Sale of Certain Assets of Compute North Member LLC to US Data King Mountain LLC Free and Clear of Certain Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, And (III) Granting Related Relief* [Docket No. 594] (the “Sale Order”) approving the sale transactions set forth in the Asset Purchase Agreement.

WHEREAS, to fully resolve the Proofs of Claim, the Stay Motion and the Stay Objection, subject to approval of the Bankruptcy Court, the Parties have agreed to enter into and jointly submit this Stipulation and Agreed Order.

NOW, THEREFORE, IT IS STIPULATED AND AGREED TO BY THE PARTIES, AND UPON APPROVAL BY THE BANKRUPTCY COURT OF THIS STIPULATION AND AGREED ORDER, IT IS SO ORDERED AS FOLLOWS:

1. The above recitals are incorporated herein by reference with the same force and effect as if fully set forth hereinafter.
2. Effective as of the Closing (as defined in the Asset Purchase Agreement), all claims held by TZCH in the bankruptcy case, whether filed or scheduled, including the Proofs of Claim, shall be deemed withdrawn and the claims register shall be updated to reflect the terms of this Stipulation and Agreed Order.
3. Effective as of the Closing, pursuant to Rule 7041 of the Federal Rules of Bankruptcy Procedure and Rule 41 of the Federal Rules of Civil Procedure, made applicable herein by Rule 9014(c) of the Federal Rules of Bankruptcy Procedure, the Debtors and TZCH hereby stipulate to the withdrawal of the Stay Motion and the Stay Objection with prejudice.

4. Effective as of the Closing, the Purchased Assets and Assigned Contracts (both as defined in the Asset Purchase Agreement) shall not be property of the Debtors' estates and pursuant to 11 U.S.C. 362(c)(1) the automatic stay shall no longer be in effect with respect to the Purchased Assets.

5. This stipulation and order is binding and effective on any successor or assign.

6. This stipulation and order is binding and effective despite any conversion of the bankruptcy cases under any other chapter of Title 11 of the United States Code.

7. The Bankruptcy Court retains exclusive jurisdiction and power to interpret and enforce the terms of this Stipulation and Agreed Order.

Houston, Texas

Dated: _____, 2022

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

/s/ James T. Grogan III

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